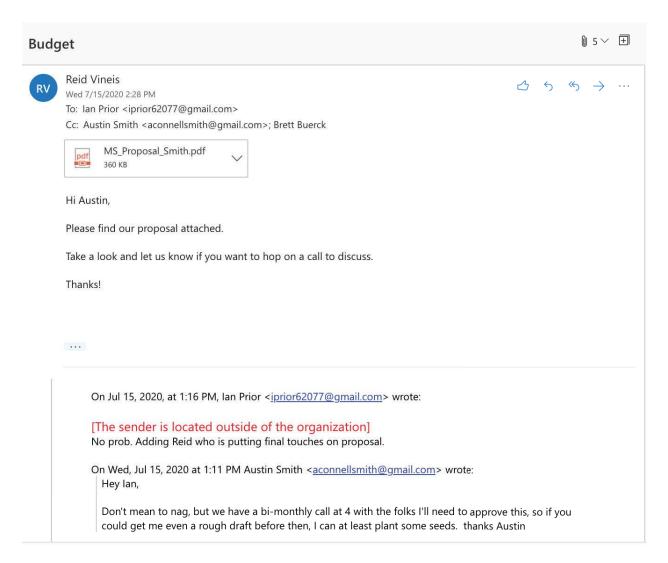
FILED: NEW YORK COUNTY CLERK 06/08/2023 04:45 PM INDEX NO. 652785/2023 NYSCEF DOC. NO. 3 Case 1:23-cv-07598-AS Document 1-3 Filed 08/26/23 Page 1 of 30 NYSCEF: 06/08/2023

EXHIBIT B

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MOU 1 - PHEAA Project

- On July 15, 2020, Majority Strategies delivered a proposal to Austin Smith for a public affairs campaign to support his legal work. The proposed budget was \$1,498,925.
 - See Document "MS_Proposal_Smith"

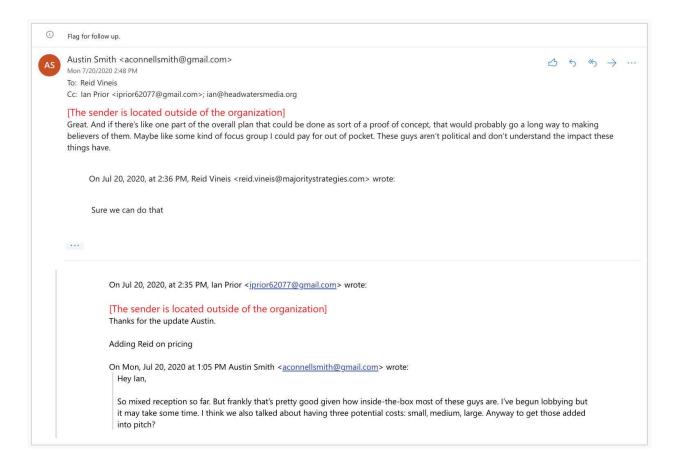


 On July 20, 2020, Mr. Smith responded to Majority Strategies that he had talked to other attorneys and there was a mixed reaction to the proposal. Mr. Smith suggested that he would pay for a proof of concept campaign himself.

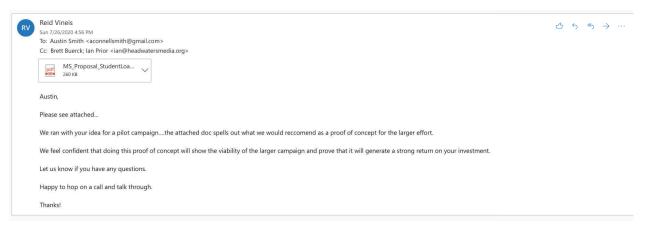
"And if there's like one part of the overall plan that could be done as sort of a proof of concept, that would probably go a long way to making believers of them. **Maybe like some kind of focus group I could pay for out of pocket.**"

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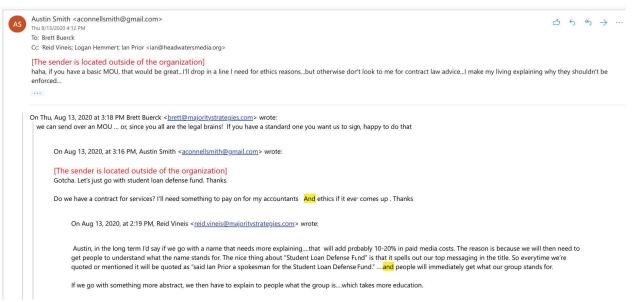
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On July 26, Majority Strategies sent Mr. Smith a revised proposal.

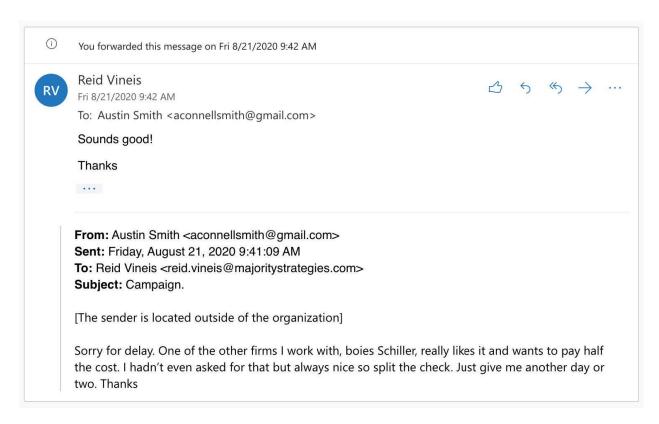


- On August 13, 2020 Austin Smith asked Majority Strategies for an MOU for our services.



On August 21, 2020, Mr. Smith provided an update on the campaign and indicated that he had additional funders, Boise Schiller, who would support the campaign.

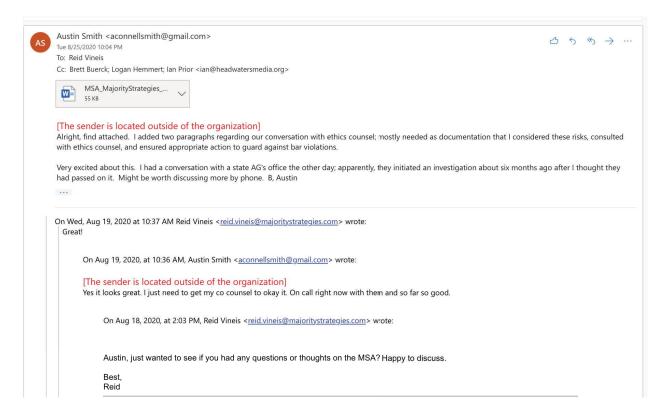
"boies Schiller, really likes it and wants to pay half the cost. I hadn't even asked for that but always nice so split the check."



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- Between August 21 and August 26, Majority Strategies and Mr. Smith communicated about a revised proposed campaign. They agreed on a smaller campaign budget to start of \$50,000.
- On August 26, 2020, Austin Smith signed MOU
 "MSA_MajorityStrategies_SmithLawFirm_8.26.20 SLG Revised and Executed".



- The MOU was for the following services:
 - Advertising:
 - Digital & Social Media Ads: \$42,250
 - Inclusive of creative development, placement, cost of media, and reporting.
 - Landing Pages (2): \$1,000
 - Administrative:
 - C4 Carrying Costs \$2,500
 - Legal Set Up: \$2,500
 - Legal Ad Review: \$1,750
 - Total Investment: \$50,000

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 On November 29, based on discussions with Mr.Smith Majority revised the plan to be for a larger amount: \$149,887.50. Mr Smith said "Love it". After which a call was set up to kick off the campaign and Majority Strategies began work on that larger scope of work for \$149,887.50

On Sun, Nov 29, 2020 at 6:32 PM Reid Vineis <<u>reid.vineis@majoritystrategies.com</u>> wrote:

Great...would 6pm et work for everyone?

Thanks

From: Austin Smith <aconnellsmith@gmail.com>

Sent: Sunday, November 29, 2020 5:35:25 PM

To: Reid Vineis < reid.vineis@majoritystrategies.com >; Jeremy Zweig < jeremy@boulderstrategy.com >

Cc: chasemartin1@gmail.com; Logan Hemmert Logan.hemmert@majoritystrategies.com>

Subject: Re: PHEAA public affairs campaign

[The sender is located outside of the organization]

love it....bringing Jeremy into email...he's got relationships with our existing reporters we can try to leverage for national coverage on the blitz...

let's all set up time to chat more tomorrow?

On Sun, Nov 29, 2020 at 2:16 PM Reid Vineis < reid.vineis@majoritystrategies.com > wrote:

Austin, Chase,

Please see attached for an updated plan for the PHEAA campaign.

This makes the changes we discussed last week.

Let me know if you have any questions.

Next steps would be to begin to make the email/website changes, as well as starting on ad creative.

Adding in Logan who will be helping to manage this project from our team. Please keep him on emails as he makes sure we're hitting deadlines and moving forward.

Thanks!

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ELECTIONS . ADVOCACY . BRAND

12854 Kenan Drive, Suite 14 Jacksonville, Florida 3225 Office 904,567,206

MEMORANDUM

TO: Austin Smith, Chase Martin From: Reid Vineis, Majority Strategies

RE: UPDATED Public Affairs Campaign - PHEAA

Date: November 29, 2020

Per our conversation, we have revised the public affairs campaign to focus on Pennsylvania Higher Education Assistance Agency (PHEAA).

This includes the following changes:

- Focus on generating communications into PHEAA administrators and board of directors (elected officials)
 - This will be done by sending users to a website where they can send an email to PHEAA leadership. The email is pre-written. Users just need to put in their contact info and click send. We will get a copy of the correspondence as well as their contact information.
 - This political pressure will quickly elevate the issue in front of PHEAA's key stakeholders and bring them to the table.
- Changing the website takeovers to focus on Pennsylvania publications instead of national outlets. These are less expensive publications allowing us to take over the 3 largest newspapers in the state for 3 days.
- With that savings from the site takeovers, we re-allocated funds behind the banner ads.
 We will need the banner ads to drive traffic to the website and to get significant numbers of emails sent into PHEAA.
- Since PHEAA operates as a quasi-governmental agency, our messaging will shift as well.
 Our messaging now should focus on why an agent of the state of Pennsylvania is making the student debt problem worse and institutionalizing income inequality.
- Example messages could include:
 - o "Get PA out of the Student Debt Business! Sign the Petition"
 - "Stop Income Inequality. Tell PHEAA to do the right thing!"
- This campaign will run from early December to the middle of January.

REVISED BUDGET

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MA	JORITY	12854 Kenan Drive, Suita 14 Jacksonville, Florida 3228
211	ALEGILITEM	BUDGET CHICA 914.567.209
ELECT	ONS • ADVOC Banner Ads AND	\$65,000 (est. 3,250-4,500 emails sent into PHEAA) Ads will run to Pennsylvania residents urging them to send an email.
	Site Takeover	\$25,000 3 takeovers of PennLive.com (Harrisburg), PostGazette.com (Pittsburgh), Inquirer.com (Philadelphia).
	Video Ads	\$25,000 1,000,000 est. impressions Ads geofenced in Harrisburg and targeting legislators/key influencers. Ads will run on YouTube, Roku, on apps/websites (i.e. ESPN.com etc).
	Video Production (0:30 video)	\$4,250
	PR Consulting (Headwaters)	\$15,000
	501c4 Management	5% of funds / \$7,137.50
	Legal Fees	\$5,000 est. (billed at cost)
	Email Management & Website Edits	\$3,500
	TOTAL	\$149,887.50

TARGETS:

- James H. Steeley, President & CEO
- Nathan Hench, SVP Strategy & Public Affairs
- Andrew Mehalko, CFO
- Rep. Michael Peifer

MAJORITYSTRATEGIES.COM

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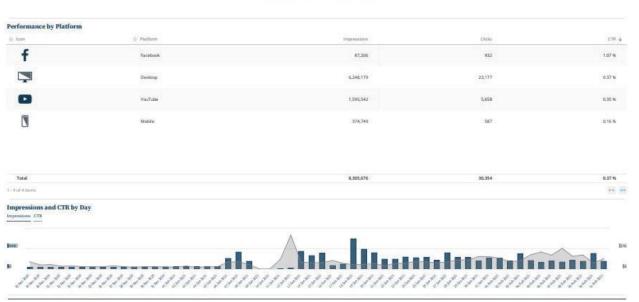
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- Majority Strategies delivered all of these services.
- C4 Carrying Costs and Legal Set up
 - Majority Strategies contracted with the Clark Fork Group to incorporate the Student Loan Defense Fund and to provide a donor disclosure statement.
 - See: C4 Carrying Costs and Legal Set up SLDF Disclosure Statement
- Advertising:
 - Majority Strategies delivered all of the advertising as ordered. See "ADVERTISING Digital Report Student Loan Defense Fund.pdf" which is a report showing the metrics of the digital advertising.



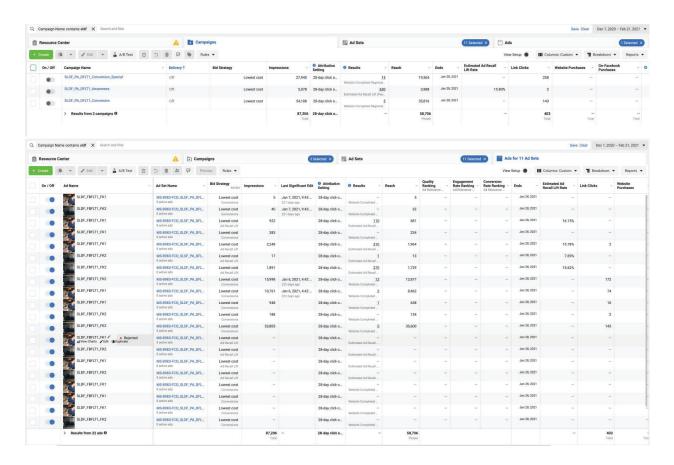
CAMPAIGN SUMMARY

Student Loan Defense Fund's Digital Campaign has delivered 8,305,676 Impressions and generated 30,354 Clicks at a 0.37 % Click-Through Rate (CTR).



More specifically we can show the advertising reports directly from the advertising platforms (Facebook, Google, The Trade Desk, YouTube).

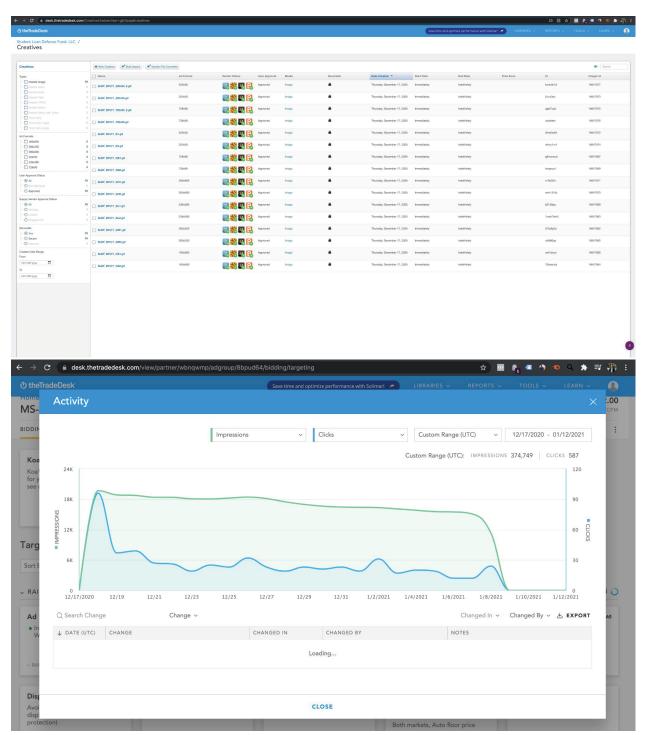
Facebook screenshots:



Google Screenshots

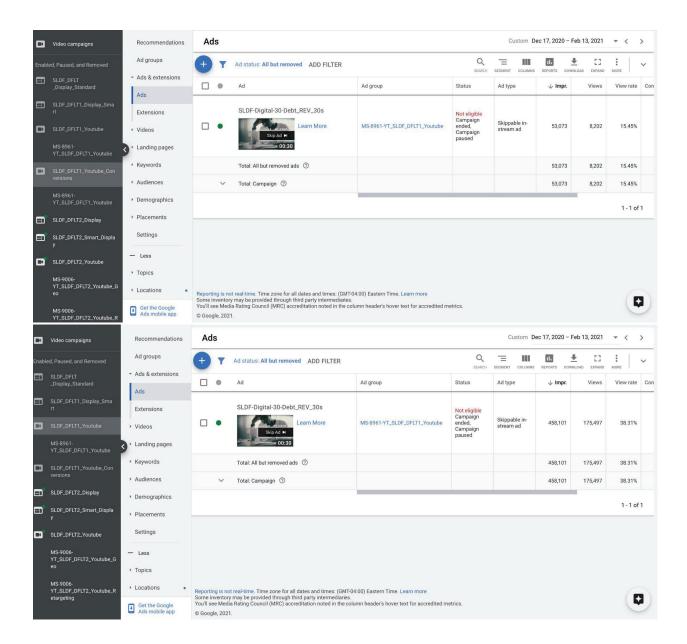
Custom Dec 17, 2020 - Jan 21, 2021 - < > Ads + Ad status: All but removed ADD FILTER Q = III III ± 13 ; v 45,744 . 28,694 □ • 4.627 SLDF_DFLT1_320x50.gd 320 x 50 4,611 Q = III II II I I Ad status: All but removed ADD FILTER MS-8961-GD_SLDF_DFLT1_Display_Standard Not eligible Campaign ended, Campaign paused Image ad SLDF_DFLT1_GH2.gif 300 × 600 . 4,627 0.00% SLDF_0FLT1_GB2.9ff 728 x 90 11,036 SLDF_DFLT1_GH1.gif 300 × 600 □ • · . 1,861 0.27% 0.00 0.00% Show rows: 100 + 1 - 16 of 16 | < < > >|

Trade Desk Screenshots



YouTube Screenshots

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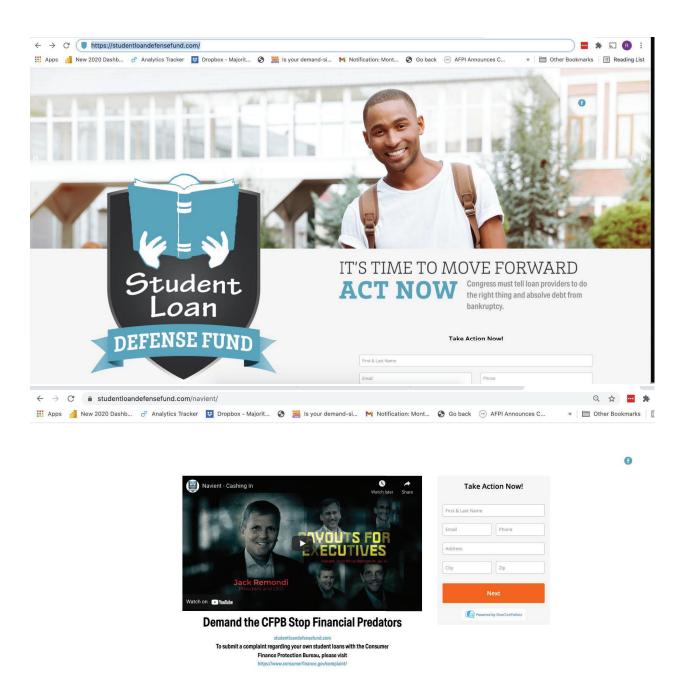


Landing Page

- Majority Strategies designed and coded the website https://studentloandefensefund.com/ . It is still live currently (8/20/21)
- As ordered, the site has 2 pages:
 - https://studentloandefensefund.com/
 - https://studentloandefensefund.com/navient/

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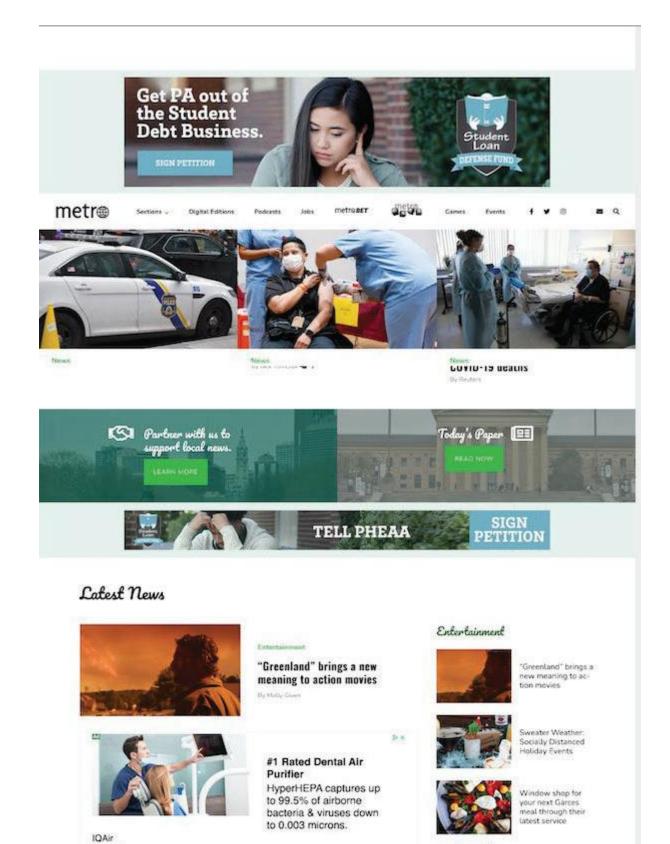
YSCEF DOC. NO. 3 Case 1:23-cv-07598-AS Document 1-3 Filed 08/26/23 Page 15 of 30 NYSCEF: 06/08/20



 Majority Strategies also purchased advertising directly on local news websites. We provided the following screenshots to Mr. Smith as evidence that the work was completed.

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Open

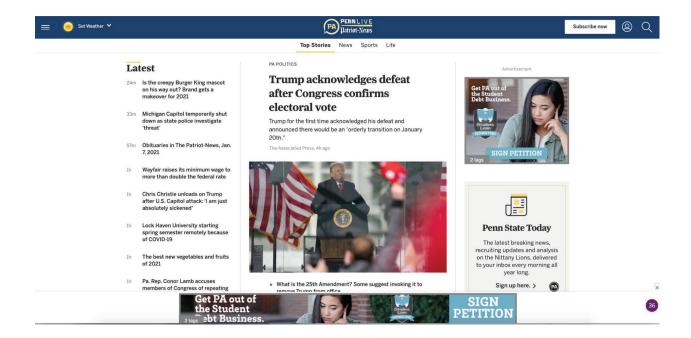
Chiefs shine, athlete-activists take center stage in year

of change By Flatutors

Making the Pivot the

Fun things to safely do in Philly this weekend

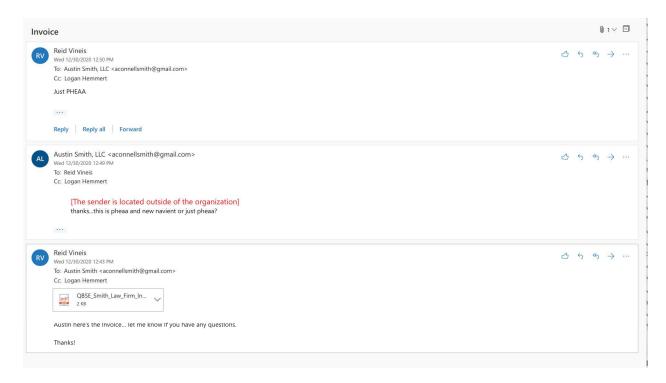
FILED: NEW YORK COUNTY CLERK 06/08/2023 04:45 PM INDEX NO. 652785/2023 NYSCEF DOC. NO. 3 Case 1:23-cv-07598-AS Document 1-3 Filed 08/26/23 Page 18 of 30 NYSCEF: 06/08/2023



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- On December 30, Majority Strategies sent Mr. Smith an invoice for MOU 1 (PHEAA). Note the original budget was to be \$149,887.50, but this number was reduced after Mr. Smith began to dispute the invoice and paused the campaign prematurely.



- On January 6, Mr. Smith texted Reid Vineis and said the following:

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"Hey. Im not accusing anyone of anything. But I can't cut a check without the actual receipts from google/Facebook or having audited records. I mean 10 k sure....but not 150" "All checks



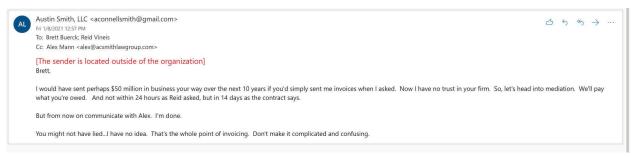
out I'll wire tomorrow

On January 6, Majority Strategies provided more back up for the invoice per Mr. Smith's text above.

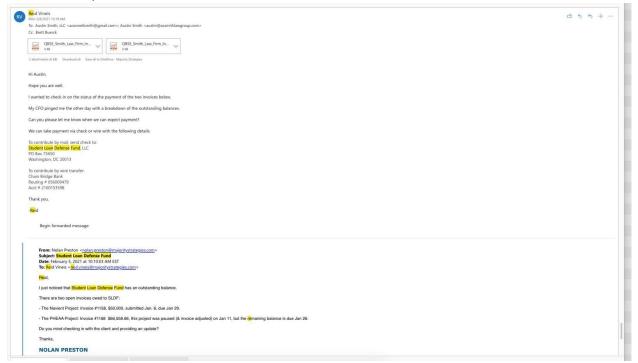


On January 8, Mr. Smith continued to the invoice saying "So, lets head into mediation. We'll pay what you're owed. And not within 24 hours as Reid asked, but in 14 days as the contract says."

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- On January 11, Majority Strategies sent a breakdown of expenses and proof of work that was delivered. We paused all work on MOU 1 (PHEAA Campaign)
- Majority Strategies sent invoices to Mr. Smith on multiple attempts. One of the latest attempts was on 2/8/2021 for these services.



TILED: NEW YORK COUNTY CLERK 06/08/2023 04:45 PM INDEX NO. 652785/2023 Page 23 of 30 NYSCEF: 06/08/2023

MOU # 2 Navient Project

- Austin Smith signed an MOU on January 11, 2021 for the service agreement titled "Updated Navient Public Affairs Campaign". The total scope of services was \$50,000.
 - See "SLDF MOU Navient 1.11.2021 Executed" (MOU)
 - See "Smith Law Firm Signed MOU Email Correspondence 1.11.2021" (email correspondence about MOU)

Re: SLDF Update

Austin Smith, LLC <aconnellsmith@gmail.com>

Mon 1/11/2021 2:11 PM

To: Reid Vineis <reid.vineis@majoritystrategies.com>

1 attachments (158 KB)

SLDF MOU Navient 1.11.2021 acs signed.pdf;

[The sender is located outside of the organization]

Awesome, attached.

On Mon, Jan 11, 2021 at 2:07 PM Reid Vineis <<u>reid.vineis@majoritystrategies.com</u>> wrote: Yep just set up

rep just set up

@StudentLoanDF

Email: info@studentloandefensefund.com

Pass: Stud3nt\$\$

On Jan 11, 2021, at 2:05 PM, Austin Smith, LLC <aconnellsmith@gmail.com> wrote:

[The sender is located outside of the organization]

Great....oh and can we get a twitter handle? I know it won't have any followers, but some folks who have following want to be able to tweet it out.

On Mon, Jan 11, 2021 at 1:22 PM Reid Vineis reid.vineis@majoritystrategies.com wrote:

Attached is a new plan for the Navient campaign. The budget is \$50,000.

If we are approved to spend this sum, please sign the attached MOU.

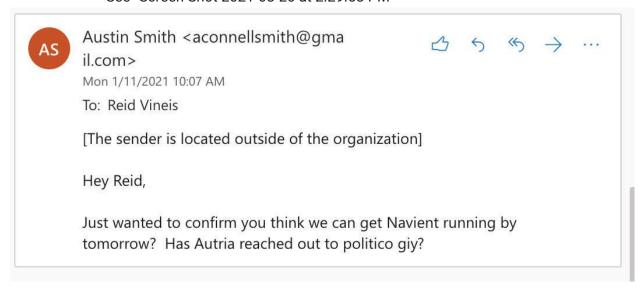
Let me know if you have any questions. We can get ads running ASAP.

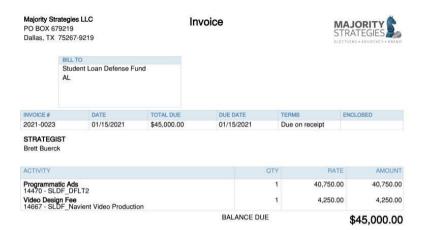
Thanks,

- The scope of services was for the following:
 - Banner Ads
 - Direct Ad Buy
 - Video Ads
 - Video Production
 - 501c4 Management
 - Legal Fees

TYSCEF DOC. NO. 3 Case 1:23-cv-07598-AS Document 1-3 Filed 08/26/23 Page 24 of 30 NYSCEF: 06/08/202

- On January 11th, Smith indicated he was eager to start the program emailing Reid Vineis:
 - "Hey Reid, Just wanted to confirm you think we can get Navient running by tomorrow? Has Autria reached out to politico giy?"
 - See "Screen Shot 2021-08-20 at 2.29.58 PM"





Please ACH or Wire funds to: Texas Capital Bank, N.A. Dallas, TX Account #: 3111046169 | Routing #: 111017979

> Mail checks to: PO BOX 679219 Dallas, TX 75267-9219

Overnight/Courier Address: Send via FedEx using our account #2135-4351-2 Lockbox Number 679219 1200 E Campbell RD STE 108 Richardson, TX 75081

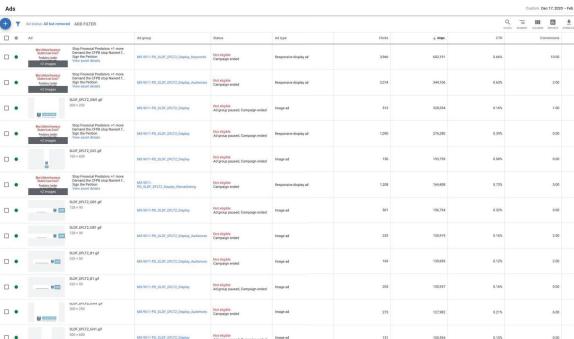
Please reference invoice number(s)

- Majority Strategies delivered all of those services.
- Banner Ads
 - "BANNER ADS Google Ads Screenshot"
 - This is a screenshot from inside the Google Ads platform showing that we delivered all of the advertising ordered. 'Impr." stands for impressions the measurement of digital advertising. The thousands of impressions on

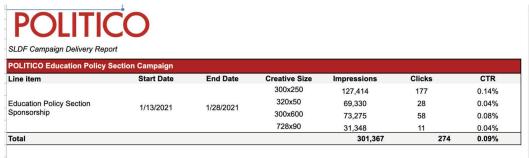
YORK COUNTY CLERI 3 Case 1:23-cv-07598-AS INDEX NO. 652785/2023 06/08/2023 Document 1-3 CLERK YORK

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this page show we delivered the ads as ordered.



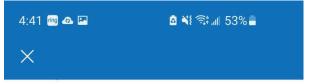
- Direct Ad Buy
 - Direct Ad Buy 1
 - This is a report from Politico showing the number of impressions delivered.



Direct Ad Buy 2

rscer doc. no. 3 Case 1:23-cv-07598-AS Document 1-3 Filed 08/26/23 Page 27 of 30 Nyscer: 06/08/20.

 This is a screenshot of an email from a Politico representative indicating that the campaign "delivered in full" - meaning the order was delivered as



I hope you had a nice weekend! Confirming that SLDF's campaign has delivered in full. Attached you can find a performance report and below are some highlights from the campaign:

- SLDF's banner ads across the Education Policy Section received 301,367 impressions and 274 clicks, for an impressive 0.09% CTR.
- The 300x250 was the highest performing creative size – it garnered 127,414 impressions and ended with a high 0.14% CTR.

Please let us know if you have any questions!

Thanks, Briana

Briana McGowan

Account Manager, Audience Solutions

POLITICO

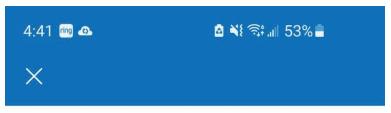
1000 Wilson Boulevard, 8th Floor | Arlington, VA 22209



planned.

- Direct Ad Buy 3
 - This is a 2nd screenshot from the Politico representative.

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From: Briana McGowan

<bmcgowan@politico.com>

Sent: Monday, February 1, 2021, 12:29 PM

To: Reid Vineis

Cc: Sophie Read; Justin Hacker; Logan

Hemmert; Caroline Sullivan

Subject: Re: Question

The sender is located outside of the organization]

Hi Reid,

I hope you had a nice weekend! Confirming that SLDF's campaign has delivered in full. Attached you can find a performance report and below are some highlights from the campaign:

- · SLDF's banner ads across the Education Policy Section received 301,367 impressions and 274 clicks, for an impressive 0.09% CTR.
- The 300x250 was the highest performing creative size - it garnered 127,414 impressions and ended with a high 0.14%

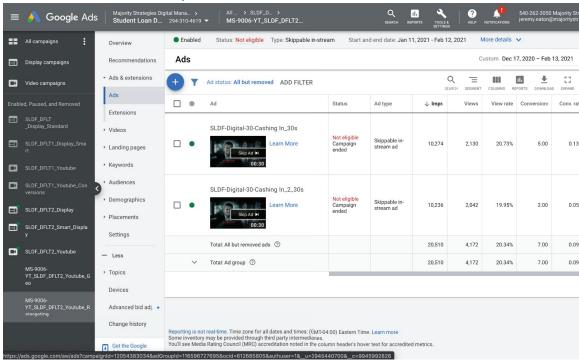


- Video Ads
 - VIDEO ADS SLDF_DFLT1_Youtube (1)

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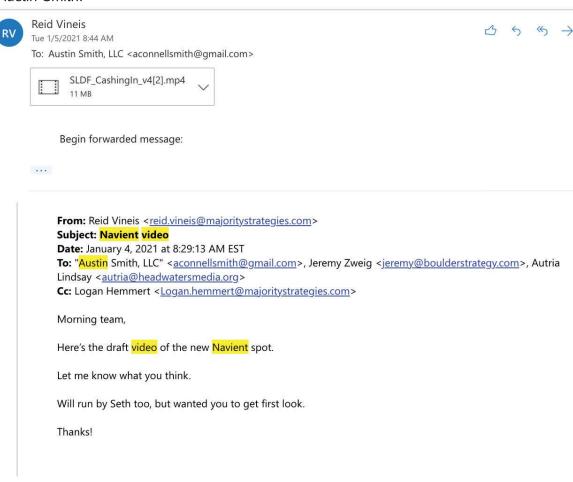
Screenshot of YouTube ad platform



- Video Production
 - "VIDEO PRODUCTION SLDF_CashingIn_v4[2].mp4"

ILED: NEW YORK COUNTY CLERK 06/08/2023 04:45 PM INDEX NO. 652785/2023

- This is the 30 second video that our team produced and delivered to Austin Smith.



- VIDEO PRODUCTION Screen Shot 2021-08-20 at 2.24.24 PM
 - This is a screenshot of an email showing the video was delivered to Austin Smith on January 4th and again on January 5th.
- 501c4 Management
 - This fee was to be 5% of all funds deposited. No funds were ever deposited because Mr. Smith never paid his bills.
 - Management included creation of the legal entity, Student Loan Defense Fund, payment of subcontractors, taxes, and accounting.
- Legal Fees